

Whistle Blowing Policy

Overview

Whistle blowing is a form of disclosure. It involves a person, i.e. the whistleblower raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.

NationGate Solution (M) Sdn. Bhd. and its subsidiaries (“NationGate”, the “Group” or the “Company”) are committed to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs. It expects wrongdoings such as fraud, corruption, serious financial impropriety and gross mismanagement to be reported and facilitates this through internal mechanisms.

Recognising the above interest, NationGate provides an avenue for employees and stakeholders (shareholders, customer and suppliers) to raise concerns and take appropriate action to resolve them effectively.

All stakeholders and employees of the Group are encouraged to raise genuine concerns about possible improprieties in matters of financial reporting, compliance, malpractices and unethical business conduct such as bribery and corruption within the Group at the earliest opportunity and in an appropriate way.

Objective

As part of NationGate's commitment to ethical and legal behavior, employees and stakeholders are expected to report any actual or apparent violations of law or company policy, including the policies outlined in this Code of Business Conduct & Ethics and the Employee Handbook.

This Policy aims to promote a workplace conducive to open communication regarding the Group’s business practices. Stakeholders and employees who submit proper reports on illegal or unethical conduct will be protected from retaliation and discrimination. This Policy provides an alternative route for stakeholders of NationGate to raise concerns on wrongful activities or wrongdoings carried out where common lines of communication are unavailable.

The objectives of establishing this Policy are as follows:

- Encourage whistleblower to be confident in raising serious genuine concerns and to question and act on those concerns;
- Facilitate early disclosure in a responsible manner by establishing procedures for stakeholders to raise genuine concerns or allegations through an appropriate channel upon discovery of possible wrongdoing(s).
- Address disclosure in an appropriate and timely manner. Disclosed matters may be prioritised according to the nature or seriousness of the alleged wrongdoing(s) or reported risk(s) and the magnitude of the impact;
- Protect identity of whistleblower upon receipt of report on a confidential and anonymous basis; and
- Treat both whistleblower and alleged wrongdoer fairly. Status of disclosure shall be informed to the whistleblower while alleged wrongdoer will be informed of the allegations at an appropriate time and be given opportunity to answer the allegations. Identities and personal information of the whistleblower and alleged wrongdoer will only be revealed to persons involved in investigations on a “need-to-know” basis only.

Reporting of a Wrongdoing

➤ *Who Can Disclose*

Any of the following persons can make a disclosure:

- stakeholders of the NationGate, including employees employed full time, on probation, contractually or temporarily by NationGate;
- people performing services for the NationGate, including contractors and service providers; and
- members of the public who are natural persons, not being incorporated or unincorporated bodies.

➤ *What To Disclose*

A disclosure may be made using Whistle-blowing report (refer to **Appendix 1**) if it relates to one or more of the following wrongdoings by any person in the conduct of NationGate's business or affairs:

- acceptance of favour;
- corruption, blackmail or fraud;
- criminal offence;
- misuse of NationGate's funds or assets;
- gross mismanagement within NationGate;
- serious financial irregularity or impropriety within NationGate;
- serious breach of NationGate's Code of Business Conduct & Ethics;
- an act or omission which creates a substantial or specific danger to the lives, health, or safety of NationGate's employees, the public or the environment;
- failure to comply within the provisions of other Acts of Parliament where the wrongdoer knowingly disregards or does not comply with such provisions;
- knowingly directing or advising a person to commit any of the above wrongdoings; and
- concealment of any or a combination of the above.

This Policy excludes grievances, complaints or concerns about:

- matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;
- matters pending or determined through NationGate's disciplinary proceedings; and
- matters pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.

➤ *When To Disclose*

NationGate expect every employee to come forward so that appropriate investigation may take place to deal with any allegation. This obligation extends to any instance where an employee suspect that a violation may have occurred or is occurring.

A whistleblower should come forward with any information or document that he/ she, in good faith, reasonably believes and discloses a wrongdoing, which is likely to happen, is being committed or has been committed.

The whistleblower needs to demonstrate that he/ she has reasonable grounds for the concerns. However, he/ she is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If he/ she knows as a matter of fact that there are serious risks that a wrongdoing is going to take place, such genuine concerns should be raised at that early stage. Delaying the disclosure may be detrimental to the whistleblower as well as any investigation and makes it harder for NationGate to address and resolve the concerns

➤ *How To Proceed*

If any employee believes reasonably and in good faith that an unlawful conduct or violation of policy occurred, the employee should raise this concern to their direct supervisor. However, if for any reason, it is believed that this is not possible or inappropriate, then the employee may report their concerns by approaching or email to corporate@nationgate.com.my

For more severe and serious issue, the employees or other stakeholders may choose to discuss with an independent party. In this situation, they are encouraged to contact the following persons:

- Independent Non-Executive Chairman of NationGate <NonExe-Chairman@nationgate.com.my>;
or
- Chairman of Audit Committee of NationGate <Audit-Chairman@nationgate.com.my>.

Anonymous Reports

Reports made anonymously are discouraged and will in most cases not be investigated. The investigation into allegations made anonymously is expected to be tedious and difficult as the Company is not able to obtain additional information from the person making the report.

Secondly, reports may also be made based on incomplete and inaccurate information. Under such circumstances, the Company may meet with the person or persons making the report to clear up any misconception or misunderstanding. With anonymous reports, this will not be possible; and the inability of the Company to provide feedback and rectify misconceptions may be misconstrued.

Treatment of Reports & Investigation

The Independent Non-Executive Chairman/AC Chairman shall have the authority to appoint an Investigating Officer (“IO”) to carry out the reports of improper conduct or suspected Improper Conduct. The IO, if appointed within NationGate must be an employee of a designation higher than the employee(s) implicated in the improper conduct.

In instances where the improper conduct is more technical in nature or involves Board of Directors or Senior management, the Independent Non-Executive Chairman/AC Chairman may request the IO to be recruited from independent external party who possess the necessary technical knowhow or obtain outside legal or other professional, at the Company’s expense to efficiently conduct the investigation.

The IO shall have the full and unlimited/unrestricted access to all information and documents/resources which are required in the investigation of the improper conduct and all the employees within the Group is bound to extend their co-operation upon request by the IO.

At the conclusion of the investigation, the IO will submit an investigation report of the findings to the Independent Non-Executive Chairman/ Chairman of AC when the improper conduct is involving Board of Directors or Senior management.

The whistleblower will be notified on the outcome of the disclosure and actions taken or reason(s) should it be decided that no action is to be taken after investigation.

Submission of Reports

A summary of reports received, investigation results, and subsequent actions taken under this Policy will be reported to the Board of Directors by the IO as soon as practicable. Update must be made to Board of Directors nevertheless if no incident occurred during the period. Refer to **Appendix II** for tracking report.

Protection and Confidentiality of Whistleblowers

Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The unauthorized disclosure of whistleblower’s information or the identity of a whistleblower by any employee may constitute misconduct for which, if established, disciplinary

measures will be imposed.

This is important to provide protection for whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such suspected person(s) confidentially. It is to treat both the whistleblower and alleged wrongdoer fairly and to protect NationGate from potential civil liability.

Protection will be accorded by the Company only when the whistleblowers satisfy all the following conditions:

- the disclosure is done in good faith
- the whistleblower is aware that the information and any allegations disclosed are true
- the whistleblower has not communicated the disclosure to any party not related to the disclosure
- the disclosure made is not for personal gain or interest

The Company will not discharge, discipline, demote, suspend, threaten, or in any manner discriminate against any person who submits in good faith a disclosure, or provides assistance to the IO, Management or any other person or group investigating a disclosure.

Retaliation against any employee who files a report or voices a concern under this Policy is strictly prohibited. Any employee of the Company, including Senior Management and Directors determined to have engaged in retaliatory behaviour, may be subjected to disciplinary action. In addition, the Company will not tolerate any efforts made by any other person or group to ascertain the identity of any person who makes a good faith allegation in confidence. Any employee who in good faith, believes that he or she has been subjected to any behaviour that violates this Policy, should immediately report such behaviour to the Designated Officers under this Policy.

The investigator will be responsible for safeguarding all information received from a whistleblower. The knowing unauthorized disclosure of whistleblower's information or the identity of a whistleblower by any employee may constitute misconduct for which, if established, disciplinary measures may be imposed.

Amendment

NationGate reserves its right to amend or modify the Whistleblowing Policy in whole or in part, at any time without assigning any reason whatsoever, subject to the approval of the Board of Directors. However, no such amendment or modification will be binding on employees unless the same is circulated to employees in writing or electronically.

Appendix I

Whistleblowing Report

PART A To be completed by individual raising a concern									
1.	Details of Whistleblower								
	Name:								
	Contact no.:								
	Email:								
2.	Issue Raised:								
	Nature of the Concerns:								
	Background, Date and History of the Concerns:								
	Identity of the Person Engaged in Improper Conduct:								
	Reasons for the Concerns:								
	Details of Evidence and Witnesses:								
	Whether Action Has Already Been Taken and By Whom:								
	Whether Whistle Blower Has Any Personal Interest in the Matter Reported:								
	<table border="0"> <tr> <td>Submitted by:</td> <td>Received by:</td> </tr> <tr> <td>Name:</td> <td>Name:</td> </tr> <tr> <td>Date:</td> <td>Date:</td> </tr> <tr> <td>Time:</td> <td>Time:</td> </tr> </table>	Submitted by:	Received by:	Name:	Name:	Date:	Date:	Time:	Time:
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PART B To be completed by Investigator / Investigating Officer									
3.	Additional information								
4.	Investigation of Concern / Steps Taken to Address the Concern								
5.	Findings								
6.	Recommendations								
7.	Preventive Measures to be Taken								
	Prepared by: Name: Date: Time:								

